## UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

	X	
In re:		
	:	Chapter 11
CIRCUIT CITY STORES, INC., et al.,		
	:	Case No. 08-35653 (KRH)
		(Jointly Administered)
Debtors.	:	
	X	
Court ID (Court use only)		

#### NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111 (a). Transferee hereby gives notice pursuant to Rule 3001 (e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

## CREDIT SUISSE INTERNATIONAL

### **AUDIOVOX CORPORATION**

Name of Transferee

Name of Transferor

Name and Address where notices to Transferee should be sent:

Court Record Address of Transferor (Court Use Only):

Address: 11 Madison Avenue, 5th Floor

New York, NY 10010

Telephone: (212) 325-2175

Email: Gil.Golan@credit-suisse.com

Facsimile: (212) 743-4953 Attention: Gil Golan

Name and Address where Transferee payments Should be sent (if different from above): Name and Current Address of Transferor:

Address: 150 Marcus Blvd.

Hauppauge, NY 11788

Telephone: (631) 436-6529

Facsimile: (631) 951-2123 Attn: Loriann Shelton

Email: <u>lshelton@audiovox.com</u>

Case 08-35653-KRH Doc 2868 Filed 03/31/09 Entered 03/31/09 11:01:16 Desc Main Document Page 2 of 10

Court Claim # (if known): 7983 Total Claim Amount: \$5,636,579.26 Date Claim Filed: January 29, 2009 Circuit City Stores, Inc. **Debtor Entity:** Attached hereto as Exhibit A is a true and correct copy of the Proof of Claims. Attached hereto as Exhibit B is a true and correct copy of the Evidence of Transfer from Transferor to Transferee. I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief. By: **CREDIT SUISSE INTERNATIONAL** Date: March 31, 2009 Transferee/Transferee's Agent Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571. -- DEADLINE TO OBJECT TO TRANSFER --The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without

further order of the court.

Case 08-35653-KRH Doc 2868 Filed 03/31/09 Entered 03/31/09 11:01:16 Desc Main Document Page 3 of 10

# **EXHIBIT A**

Copies of the Proof of Claims

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# ADDENDUM TO PROOF OF CLAIM OF AUDIOVOX CORPORATION

- 1. This addendum is made in connection with the attached Proof of Claim of Audiovox Corporation (the "Proof of Claim").
- 2. Audiovox Corporation ("Audiovox" or the "Claimant") is a corporation headquartered in the State of Delaware, with an address of 180 Marcus Boulevard, Hauppauge, New York.
- 3. Circuit City Stores, Inc. ("Circuit City") is a corporation headquartered in the Commonwealth of Virginia, with an address of 9950 Mayland Drive, Richmond, Virginia.

# FACTUAL BACKGROUND

- 4. On November 10, 2008 (the "Petition Date"), Circuit City (collectively, with its affiliated debtors, the "Debtors") filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Court").
- 5. Prior to the Petition Date, Audiovox sold certain goods to the Debtors, as reflected in a series of invoices aggregating \$5,495,419.91 (collectively, the "Invoices").
- 6. Despite Audiovox's repeated demands prior to the Petition Date, the Invoices, in the total amount of \$5,495,419.91, remain unpaid.
- 7. Circuit City became further indebted to Audiovox on account of certain chargebacks in the aggregate amount of \$141,159.35 (the "Chargebacks").

### THE CLAIM

8. In light of Circuit City's failure to pay Audiovox on account of the unpaid Invoices and Chargebacks, Audiovox, as of the Petition Date, held a prepetition claim against the Debtors' estate in the amount of \$5,636,579.26.

9. Accordingly, Audiovox asserts a claim in the aggregate amount of \$5,636,579.26 as of the Petition Date.

## RESERVATION OF RIGHTS

- 10. Claimant has sought reclamation of goods pursuant to, *inter alia*, 11 U.S.C. § 546(c), as well as payment of an administrative expense claim pursuant to, *inter alia*, 11 U.S.C. § 503(b)(9) in the Debtors' bankruptcy cases but, nevertheless, files this general unsecured Proof of Claim as a prophylactic measure with a full reservation of all of its rights and remedies at law, equity or otherwise.
- 11. Notwithstanding anything contained in the Proof of Claim, Claimant expressly reserves and preserves all of the rights and remedies available to it under the Bankruptcy Code, including, without limitation, its rights (a) to amend and/or supplement this proof of claim and/or file additional claims (i) for administrative expenses; (ii) for interest, attorneys' fees and costs to the extent permitted by applicable law; and (iii) any other claims that the Claimant may have against the Debtors; (b) to estimate the Claim and assert additional claims if the Claim is estimated and/or liquidated; and (c) of setoff and recoupment.
- 12. Claimant also expressly reserves the right to amend and/or further supplement this Proof of Claim to include additional amounts and/or contingent or unliquidated claims that Claimant may have against Circuit City relating to or incidental to Circuit City's obligations under and pursuant to the Invoices or for any other reason.
- 13. The filing of this Proof of Claim is not intended to, nor should it be construed as (a) an election of remedies; (b) a waiver of any past, present or future default or event of default; (c) a waiver or limitation of Claimant's rights or defenses; or (d) a waiver of Claimant's claims against the Debtors or any of the Debtors' subsidiaries or affiliates.

14. This Claim is filed as a separate Claim from other claims that may be filed by or on behalf of Claimant or any of its affiliates against the Debtors and does not replace or supersede such other Claims.

### **NOTICES**

15. All notices to Claimant relating to this Proof of Claim should be sent to Claimant as follows:

Rudolph J. Di Massa, Jr., Esquire Matthew E. Hoffman, Esquire Duane Morris LLP 30 South 17th Street Philadelphia, PA 19103-4196 Telephone: 215.979-1506/1524 Facsimile: 215.979.1020

and

Larry Stopol, Esquire Levy, Stopol & Camelo, LLP 1425 RexCorp Plaza Uniondale, NY 11556-1425 Telephone: 516.802.7007 Facsimile: 516.802.7008

16. As the Invoices and other documents which evidence the claim detailed herein are voluminous, they are not attached to this Proof of Claim. Copies of such documents will be provided upon request and upon consent thereto by the Debtors.

Case 08-35653-KRH Doc 2868 Filed 03/31/09 Entered 03/31/09 11:01:16 Desc Main Document Page 8 of 10

# EXHIBIT B

Evidence of Transfer from Transferor to Transferee

#### EVIDENCE OF TRANSFER OF CLAIM

#### TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, AUDIOVOX CORPORATION ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Credit Suisse International ("Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Circuit City Stores, Inc. (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, Circuit City Stores, Inc., et al., Chapter 11 Case No. 08-35653 (KRH) (Jointly Administered), pending in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the "Bankruptcy Court"), in the amount of \$5,636,579.26 (the "Claim"), with a claim number of 7983.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owners and holders of the Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS  $l_{\rm O}$  day of March, 2009.

ASSIGNOR:	ASSIGNEE:
AUDIOVOX CORPORATION	CREDIT SUISSE INTERNATIONAL
By: Sour July Name: Loriann Shellon Title: Senior VP Accounting: Credit	By: Name: Title:
	By: Name: Title:

#### EVIDENCE OF TRANSFER OF CLAIM

#### TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, AUDIOVOX CORPORATION ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Credit Suisse International ("Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Circuit City Stores, Inc. (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, Circuit City Stores, Inc., et al., Chapter 11 Case No. 08-35653 (KRH) (Jointly Administered), pending in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the "Bankruptcy Court"), in the amount of \$5,636,579.26 (the "Claim"), with a claim number of 7983.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owners and holders of the Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS / 5 day of March, 2009.

ASSIGNOR:	ASSIGNEE:		
AUDIOVOX CORPORATION	CREDIT SUISSE INTERNATIONAL		
By:	By		
Name: Title:	Name: MARISA SCAUZILLO Tirle: AUTHORIZED SIGNATORY  By:		
	Name: Shul Wong  TitlAuthorized Signatory		